

STRATEGIC HOTELS & RESORTS, INC

Form 4

December 15, 2015

# FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
PREZANT WILLIAM A

2. Issuer Name and Ticker or Trading Symbol  
STRATEGIC HOTELS & RESORTS, INC [BEE]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
12/11/2015

Director  10% Owner  
 Officer (give title below)  Other (specify below)

C/O STRATEGIC HOTELS & RESORTS, INC, 200 WEST MADISON STREET, SUITE 1700

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

CHICAGO, IL 60606

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value \$0.01 per share	12/11/2015		D		79,997 <u>(1)</u> <u>(2)</u>	D	\$ 14.25
Common Stock, par value \$0.01 per share	12/11/2015		D		32,000 <u>(1)</u>	D	\$ 14.25
Common Stock, par	12/11/2015		D		3,000 <u>(1)</u> <u>(3)</u>	D	\$ 14.25
						I	By 1993 Prezant Family Trust
						I	By IRA

value \$0.01  
per share

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PREZANT WILLIAM A C/O STRATEGIC HOTELS & RESORTS, INC 200 WEST MADISON STREET, SUITE 1700 CHICAGO, IL 60606	X			

## Signatures

/s/ Paula C. Maggio as  
Attorney-in-Fact  
Date: 12/15/2015

\*\*Signature of Reporting Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
  - \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- Represents shares of common stock that were cancelled and converted into the right to receive \$14.25 per share pursuant to the
- (1) Agreement and Plan of Merger, dated as of September 4, 2015, among Strategic Hotels & Resorts, Inc., Strategic Hotel Funding, L.L.C., BRE Diamond Hotel Holdings LLC, BRE Diamond Hotel LLC and BRE Diamond Hotel Acquisition LLC.
  - (2) Includes common stock in the form of restricted units previously granted.

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- (3) Reflects the disposition of 3,000 shares that were inadvertently excluded in the previous Form 4s dated May 21, 2015, May 22, 2014, May 23, 2013 and May 24, 2012.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.